

**United States Bankruptcy Court
Northern District of California**

In re **CMR Mortgage Fund III, LLC**

Debtor(s)

Case No. **09-30802**

Chapter **11**

AMENDMENT COVER SHEET

Amendment(s) to the following petition, list(s), schedule(s) or statement(s) are transmitted herewith:

Amended Schedule F

This amendment adds details regarding debts owed by LLC's in which the debtor holds a membership interest, deletes the claim of the Pinal County Treasurer, and add the claim of Jeffer Mangels Butler & Marmaro, LLP.

NOTICE OF AMENDMENT(S) TO AFFECTED PARTIES

Pursuant to Federal Rule of Bankruptcy Procedure 1009(a), I certify that notice of the filing of the amendment(s) listed above has been given this date to any and all entities affected by the amendment as follows:

Date: **May 6, 2009**

/s/ Iain A. Macdonald

Iain A. Macdonald 051073

Attorney for Debtor(s)

Macdonald & Associates

221 Sansome St.

San Francisco, CA 94104

(415) 362-0449 Fax:(415) 394-5544

In re **CMR Mortgage Fund III, LLC**Case No. **09-30802**

Debtor

AMENDED SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Outstanding checks				
Baumann, Paul F. Trustee 486 Eureka Street San Francisco, CA 94114	-					5.00
Account No.		Servicing & Management Fees				
California Mortgage & Realty, Inc. 62 First Street, Fourth Floor San Francisco, CA 94105	-	NOTE: This company is the Manager of Debtor. Subject to setoff.				1,132,848.00
Account No.		Broker Fees				
CB Richard Ellis Real Estate Broker 101 California Street, 44th Floor San Francisco, CA 94111	-	Matures only upon sale of real property owned by certain LLC's in which the Debtor holds membership interests				1,794.40
Account No.		Expense owed by LLC in which Debtor holds an interest, necessary to preserve assets.				
City of Oakland 250 Frank H. Ogawa Plaza, 2nd Floor Oakland, CA 94612	-	Expense owed by 3202 35th LLC	X			1,248.00
Subtotal (Total of this page)						1,135,895.40

8 continuation sheets attached

In re **CMR Mortgage Fund III, LLC**Case No. **09-30802**

Debtor

AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.		Outstanding checks				
Clawson, Donald 836 McLaughlin Street Richmond, CA 94805	-					75.00
Account No.		Advances				
CMR Mortgage Fund II, LLC 62 First Street, Fourth Floor San Francisco, CA 94105	-	NOTE: This entity filed a voluntary chapter 11 petition on March 31, 2009 (Case No. 09-30788) Subject to setoff.				1,427,068.00
Account No.		Expense owed by LLC in which Debtor holds an interest, necessary to preserve assets.				
Contra Costa County Tax Collector 730 Las Juntas Street 925-646-2360 Martinez, CA 94553	-	Expense owed by 2 Antioch, LLC	X			122,457.88
Account No.		Corporate Services				
CT Corp ATTN: Megan Slocum 1350 Treat Blvd. (925) 287-2911 Walnut Creek, CA 94597	-					1,218.00
Account No.		Expense owed by LLC in which Debtor holds an interest, necessary to preserve assets.				
CT Corp 1350 Treat Blvd. Walnut Creek, CA 94597	-	Expense owed by Hamilton Creek LLC (\$257), 1515 Leaven LLC (\$192), 2 Antioch LLC (\$192), and Wheatland Holdings LLC (\$150)	X			790.88
Sheet no. <u>1</u> of <u>8</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						1,551,609.76

In re **CMR Mortgage Fund III, LLC**Case No. **09-30802**

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AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Expense owed by LLC in which Debtor holds an interest, necessary to preserve assets.				
Dick Larsen Treasurer Tax Collector 172 W.Third Street, 1st Floor San Bernardino, CA 92415		- Expense owed by 2 Aster LLC	X			13,429.46
Account No.		Expense owed by LLC in which Debtor holds an interest, necessary to preserve assets.				
DK Consulting 1440 Maria Lane, Suite 200 925 932-6868 Walnut Creek, CA 94596		- Expense owed by 2 Antioch LLC	X			4,575.00
Account No.		Expense owed by LLC in which Debtor holds an interest, necessary to preserve assets.				
Donald White Alameda County Tax Collector 1221 Oak Street Oakland, CA 94612		- Expense owed by 3202 35th LLC	X			28,116.04
Account No.		07/11/2008 Environmental Consulting Services				
EnviroDetics, Inc. ATTN: Darrin Domingo 1379 Part Western Drive #184 (310) 832-2300 San Pedro, CA 90732		-				5,500.00
Account No.		Title Insurance and Escrow Fees				
Fidelity National Title Company 209 Kearny Street, 2nd Floor (415) 981-5720 San Francisco, CA 94108		- Matures only upon sale of real property owned by certain LLC's in which the Debtor holds membership interests				70,617.69
Sheet no. <u>2</u> of <u>8</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 122,238.19

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AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Fidelity National title Company 209 Kearny Street, 2nd Floor 415-981-5720 San Francisco, CA 94108			Expense owed by LLC in which Debtor holds an interest, necessary to preserve assets.			
			- Expense owed by 2 LINCDEV LLC (\$5,291) and Wheatland Holdings LLC (\$39,846)	X		45,136.56
Account No.			Expense owed by LLC in which Debtor holds an interest, necessary to preserve assets.			
First American Title Insurance Company 135 Main Street Ste. 1200 San Francisco, CA 94105			- Expense owed by 2 Antioch LLC	X		500.00
Account No.			Underpaid Advances			
First Street Commercial Mort. Fund, LLC ATTN: David Choo 62 First Street, Fourth Floor (415) 974-1100 San Francisco, CA 94106			-			9,896.00
Account No.			Expense owed by LLC in which Debtor holds an interest, necessary to preserve assets.			
Franchise Tax Board P.O. Box 942857 Perris, CA 92570			- Expense owed by 2 Aster LLC (\$800), Hamilton Creek LLC (\$800), 1515 Leaven LLC (\$800), 2 Antioch LLC (\$800), and Wheatland Holdings LLC (\$800)	X		4,000.00
Account No.			Expense owed by LLC in which Debtor holds an interest, necessary to preserve assets.			
Gordon B. Ford Stanislaus County Tax Collector 1010 Tenth St., Suite 2500 Modesto, CA 95354			- Expense owed by 724 Glenwood LLC	X		30,742.80
Sheet no. <u>3</u> of <u>8</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						90,275.36

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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M
Account No.			Expense owed by LLC in which Debtor holds an interest, necessary to preserve assets.				1,050.00
Heckmann Communications 76 Lakeview Oakland, CA 94611		-	Expense owed by Hamilton Creek LLC	X			
Account No.			Expense owed by LLC in which Debtor holds an interest, necessary to preserve assets.				134.00
Jeffer Mangels Butler & Marmaro, LLP Two Embarcadero Center, 5th Floor San Francisco, CA 94111		-	Expense owed by 2 LINCDEV LLC	X			
Account No.			Expense owed by LLC in which Debtor holds an interest, necessary to preserve assets.				230,385.28
Jim Kennedy Yuba County Tax Collector 915 8th Street, Suite 103 Marysville, CA 95901		-	Expense owed by Wheatland Holdings LLC	X			
Account No.			6/30/2008 Attorney Fees				12,251.00
L.A. Commercial Group, Inc. Law Office of Carol R. Hamilton 317 S. Brand Blvd. Glendale, CA 91204		-					
Account No.			Expense owed by LLC in which Debtor holds an interest, necessary to preserve assets.				3,120.72
Lee Buffington Tax Collector, San Mateo County 555 County Center, 1st Floor Redwood City, CA 94063		-	Expense owed by Hamilton Creek LLC	X			
Sheet no. <u>4</u> of <u>8</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims <div style="float: right;"> Subtotal (Total of this page) </div>							246,941.00

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AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		May 2008 through November 2008 Attorney Fees				
Orrick, Herrington & Sutcliffe LLP ATTN: MJ Pritchett 405 Howard Street (415) 773-5549 San Francisco, CA 94105-2669	X	NOTE: Jointly owed with California Mortgage and Realty, Inc., CMR Mortgage Fund, LLC ("Fund I") and CMR Mortgage Fund II, LLC ("Fund II")				539,866.00
Account No.		Expense owed by LLC in which Debtor holds an interest, necessary to preserve assets.				
Orrick, Herrington & Sutcliffe LLP 405 Howard Street San Francisco, CA 94105-2669	-	Expense owed by 1515 Leaven LLC (\$4,971), and 2 Antioch LLC (\$20,339)	X			25,310.00
Account No.		10/31/2008 Accounting and Audit Services				
Perry-Smith LLP ATTN: Michael Soza One Embarcadero Center, Suite 1330 (415) 946-7447 San Francisco, CA 94111	-					17,650.00
Account No.		Expense owed by LLC in which Debtor holds an interest, necessary to preserve assets.				
PG&E P.O. Box 997300 Sacramento, CA 95997	-	Expense owed by 3202 35th LLC	X			38.00
Account No.		10/23/2008 Appraisal Fees				
Property Sciences ATTN: Paul Chandler 395 Taylor Blvd, Suite 250 (925) 246-7300 Pleasant Hill, CA 94523	-					4,000.00
Sheet no. <u>5</u> of <u>8</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						586,864.00

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AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		Expense owed by LLC in which Debtor holds an interest, necessary to preserve assets.				
Reuben & Junius, LLP 1 Bush Street, Suite 600 San Francisco, CA 94104		- Expense owed by Hamilton Creek LLC (\$6,951) and 2 Antioch LLC (\$1,385)	X			8,336.00
Account No.		September 2008 through October 2008 Trustee Fees				
S.B.S. Trust Deed Network ATTN: Julie Wanger 601 California Street, Suite 1501 El Granada, CA 94018		-				5,222.00
Account No.		Expense owed by LLC in which Debtor holds an interest, necessary to preserve assets.				
S.B.S. Trust Deed Network 601 California St, Suite 1501 San Francisco, CA 94108		- Expense owed by 3626 Main LLC	X			5,266.73
Account No.		Outstanding checks				
S.B.S. Trust Deed Network 3194 La Baya Drive, Suite 106 Thousand Oaks, CA 91362		-				989.07
Account No.		Outstanding checks				
Sanabria, Licha 990 Baker Street San Francisco, CA 94115		-				759.62
Sheet no. <u>6</u> of <u>8</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						20,573.42

In re **CMR Mortgage Fund III, LLC**Case No. **09-30802**

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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
SEC 44 Montgomery Street, Suite 2600 San Francisco, CA 94104	-	NOTICE ONLY				0.00
Account No.		October 2008 through December 2008 Attorney Fees				
Stein & Lubin LLP ATTN: Mark Lubin 600 Montgomery Street, 14th Floor (415) 981-0550 San Francisco, CA 94111	X -	NOTE: \$40,361.00 owed jointly with CMR Mortgage Fund II, LLC				49,009.00
Account No.		Expense owed by LLC in which Debtor holds an interest, necessary to preserve assets.				
Stein & Lubin LLP 600 Montgomery Street, 14th Floor San Francisco, CA 94111	-	Expense owed by Wheatland Holdings LLC	X			257.50
Account No.		Expense owed by LLC in which Debtor holds an interest, necessary to preserve assets.				
Sutter County Tax Collector 462 2nd Street Yuba City, CA 95991	-	Expense owed by Wheatland Holdings LLC	X			449.00
Account No.		Expense owed by LLC in which Debtor holds an interest, necessary to preserve assets.				
Timken Johnson Hwag LLP 500 Ygnacio Valley Road, Suite 360 Walnut Creek, CA 94596	-	Expense owed by 2 Antioch LLC	X			14,063.85
Sheet no. <u>7</u> of <u>8</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						63,779.35

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AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Trowbridge, Jeffery D. 180 Grand Avenue Suite 1550 Oakland, CA 94612			Expense owed by LLC in which Debtor holds an interest, necessary to preserve assets.			
		-	Expense owed by 2 LINCDEV LLC (\$2,684), 724 Glenwood LLC (\$759), 2 Antioch LLC (\$8,810)	X		12,253.19
Account No.						
Trowbridge, Jeffery D. 180 Grand Avenue Suite 1550 Oakland, CA 94612		-				89.55
Account No.						
ULB Construction 122 Stanbridge Lane Alameda, CA 94502		-	Outstanding checks			587.00
Account No.						
Wheatland Holdings, LLC ATTN: Richard Johnson 62 First Street, Fourth Floor (415) 974-1100 San Francisco, CA 94106		-	Advances			9,992.00
Account No.						
Sheet no. 8 of 8 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						22,921.74
						Total (Report on Summary of Schedules)
						3,841,098.22

**United States Bankruptcy Court
Northern District of California**

In re **CMR Mortgage Fund III, LLC**

Debtor(s)

Case No. **09-30802**

Chapter **11**

**AMENDED
DECLARATION CONCERNING DEBTOR'S SCHEDULES**

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Senior VP of Manager, California Mortgage and Realty, Inc. of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing document(s), consisting of **9** page(s), and that they are true and correct to the best of my knowledge, information, and belief.

Date **May 6, 2009**

Signature **/s/ Graham Seel**

**Graham Seel
Senior VP of Manager, California Mortgage and Realty,
Inc.**

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.